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*Counsel for Elliott Management Corporation, Fortress Investment
Group LLC, and Morgan Stanley International plc*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
MOTORS LIQUIDATION COMPANY, et al.,	: Case No. 09-50026 (REG)
f/k/a General Motors Corp., et al.,	:
	:
Debtors.	: (Jointly Administered)
	:
-----X	

**MOTION FOR ADMISSION OF
BEVIN M. BRENNAN PRO HAC VICE**

I, Gary D. Ticoll ("Movant"), a member in good standing of the Bar of the State of New York and this Court and a shareholder of the law firm of Greenberg Traurig, LLP ("Greenberg Traurig"), hereby respectfully submit the following motion ("Motion") for the entry of an order permitting Bevin M. Brennan, a shareholder of Greenberg Traurig, practicing in Greenberg Traurig's Chicago, Illinois office, to practice *pro hac vice*, before this Court to represent Elliott Management Corporation, Fortress Investment Group LLC and Morgan Stanley International, plc (each a

“Noteholder” and collectively the “Noteholders”), pursuant to Local Bankruptcy Rule 2090-1(b), in the above-captioned cases. In support thereof, Movant respectfully represents as follows:

1. Ms. Brennan is licensed to practice law and is admitted, practicing and in good standing as a member of the Bar of the State of Illinois (2000). There are no disciplinary proceedings pending against Ms. Brennan. Ms. Brennan’s address is Greenberg Traurig, LLP, 77 W. Wacker Drive, Ste. 3100, Chicago, IL 60601. Ms. Brennan’s email address is brennanb@gtlaw.com and her telephone number is 312.476.5073.

2. Movant requests that this Court grant this Motion so that Ms. Brennan may file pleadings and appear and be heard at hearings in these cases.

3. Notice of the Motion has been given to the United States Trustee.

4. Upon approval of this Motion, the \$200.00 fee shall be paid for Ms. Brennan.

WHEREFORE, Movant respectfully requests that the Court enter an Order, substantially in the form annexed hereto, permitting Bevin M. Brennan to appear *pro hac vice* as counsel for the Noteholders in the above-captioned cases and granting such further relief as is proper.

Dated: October 26, 2011
New York, New York

GREENBERG TRAURIG, LLP

By: /s/ Gary D. Ticoll

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	: :
MOTORS LIQUIDATION COMPANY, et al.,	: Case No. 09-50026 (REG)
f/k/a General Motors Corp., et al.,	: :
	: :
Debtors.	: (Jointly Administered)
	: :
-----X	

**ORDER ADMITTING
BEVIN M. BRENNAN PRO HAC VICE**

Upon the motion (the “Motion”) of Gary D. Ticoll, a shareholder of Greenberg Traurig, LLP, counsel to Elliott Management Corporation, Fortress Investment Group LLC and Morgan Stanley International, plc (each a “Noteholder” and collectively the “Noteholders”), for the admission *pro hac vice* of Bevin M. Brennan, counsel of the law firm of Greenberg Traurig, LLP, in connection with the above-referenced cases and all proceedings with respect to such cases; and it appearing that appropriate notice of the Motion has been given; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that, pursuant to Local Bankruptcy Rule 2090-1, the Motion for admission *pro hac vice* of Bevin M. Brennan is granted, and that Bevin M. Brennan is admitted to the bar of the United States Bankruptcy Court for the Southern District of New York for the limited purpose of representing the Noteholders in these cases and in any proceedings therein, subject to the payment of the filing fee with the Clerk of the Court.

Dated: New York, New York
_____, 2011

UNITED STATES BANKRUPTCY JUDGE